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BellSouth Telecommunications, Inc
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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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September 17, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Excel Telecommunications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00303

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Excel Telecommunications, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 22, 2003. The Amendment provides for Local Portability recovery.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc Travis Galt, Excel Telecommunications, Inc.
Michael G. Hoffman, Excel Telecommunications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Excel Telecommunications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND EXCEL TELECOMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Excel Telecommunications, Inc. ("Excel") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 22, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Excel and BellSouth state the following:

1. Excel and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Excel. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 4, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which provides for Local Number Portability Cost recovery. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Excel and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Excel within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Excel and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Excel and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 17th day of Sept, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By. 

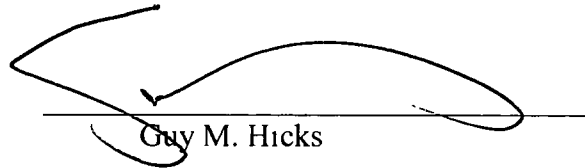
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 17 day of May, 2004.

Travis Galt
Excel Telecommunications, Inc.
LEC Services
1600 Viceroy Drive
Dallas, TX 75235

Michael G. Hoffman
Chief Legal Officer
Excel Telecommunications, Inc.
1600 Viceroy Drive
Dallas, TX 74235



Guy M. Hicks

**Amendment
To the
Interconnection Agreement
Between
Excel Telecommunications, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 22, 2003**

Pursuant to this Amendment, (the "Amendment"), Excel Telecommunications, Inc. (Excel), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 22, 2003 ("Agreement") to be effective after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Excel entered into the Agreement on June 22, 2003, and,

WHEREAS, BellSouth and Excel are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No 95-116, released April 13, 2004,

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1 The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs. LNPCX, LNPCP, LNPCN, and LNPCC
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.4.5 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability Excel shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No 1 Tariff,
3. All of the other provisions of the Agreement dated June 22, 2003 shall remain unchanged and in full force and effect
- 4 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

LNP Recovery Amendment
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By

Name: Kristen E. Rowe

Title: Director

Date: 8/26/04

Excel Telecommunications, Inc.

By

Name: J. Travis Coath

Title: Senior Director

Date: 8/24/04